

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

July 6, 2010

RECORDATION NO. 29343 FILED

JUL 08 '10 -11 50 AM

SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated July 1, 2009 for Schedule No. 1 dated July 1, 2009, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: LaFarge North America Inc.
12950 Worldgate Drive, Suite 500
Herndon, VA 20170

A description of the railroad equipment covered by the enclosed document is:

Thirty-four (34) gondola railcars bearing GBRX marks, and numbered as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
July 6, 2010
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated July 1, 2009 for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

LAFARGE NORTH AMERICA INC. ("LESSEE")

JULY 1, 2009

SCHEDULE NO. 1

JULY 1, 2009

Memorandum of Schedule No. 1 dated as of July 1, 2009 to a Lease Agreement made and entered into as of July 1, 2009 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and LaFarge North America Inc., a Maryland corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-four (34) used 66-foot, 286,000 GRL, 3,564 cubic foot capacity, open-top, solid-bottom mill gondola railcars with fixed ends, 6-foot sides, bearing marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: J. T. Sharp

NAME: J. T. Sharp

TITLE: President

LESSEE:

LAFARGE NORTH AMERICA INC.

BY: Craig Carpenter

NAME: Craig Carpenter

TITLE: Rail Manager

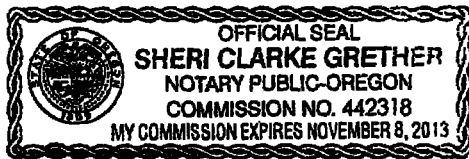
STATE OF OREGON

)
) ss.

COUNTY OF CLACKAMAS

)

On this 1st day of July, 2010, before me personally appeared James T Sharp, to me personally known, who being by me duly sworn, says that ~~s/he~~ is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~s/he~~ acknowledged that the execution of the said instrument was ~~her~~ of his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

PROVINCE

STATE OF ALBERTA

)

CITY

COUNTY OF CALGARY

) ss.
)

On this 2nd day of June, 2010, before me personally appeared CAROL CALDWELL, to me personally known, who being by me duly sworn, says that s/he is the RAIL INC of LaFarge North America Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

[Signature]
NOTARY PUBLIC
My commission expires: n/a

THOMAS W. HARRISON
JARRISTER AND SOLICITOR, NOTARY PUBLIC
IN AND FOR THE PROVINCE OF ALBERTA

CORNERSTONE LAW GROUP LLP
420, 10655 Southport Road S.W.
Calgary, Alberta T2W 4Y1

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number
GBRX	35009
GBRX	35020
GBRX	35028
GBRX	35033
GBRX	35035
GBRX	35036
GBRX	35046
GBRX	35058
GBRX	35059
GBRX	35067
GBRX	35074
GBRX	35082
GBRX	35098
GBRX	35099
GBRX	35100
GBRX	35101
GBRX	35110
GBRX	35111
GBRX	35112
GBRX	35113
GBRX	35117
GBRX	35118
GBRX	35120
GBRX	35124
GBRX	35129
GBRX	35135
GBRX	35145
GBRX	35146
GBRX	35154
GBRX	35161
GBRX	35163
GBRX	35166
GBRX	35169
GBRX	38085